



U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

TAWANA C. MARSHALL, CLERK

THE DATE OF ENTRY IS

ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed June 12, 2015


United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	CASE NO. 14-32821-11
SEARS METHODIST RETIREMENT SYSTEM, INC., et al.¹	§	CHAPTER 11
	§	Jointly Administered
Debtors.	§	

**ORDER APPROVING FIRST APPLICATION OF ALVAREZ & MARSAL
HEALTHCARE INDUSTRY GROUP, LLC AS CHIEF RESTRUCTURING
OFFICER FOR THE DEBTORS FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONALS SERVICED RENDERED
AND FOR REIMBURSEMENT OF REASONABLE AND
NECESSARY EXPENSES INCURRED FROM
JUNE 10, 2014 THROUGH MARCH 16, 2015
[RELATED DOCUMENT NO. 870]**

Upon the application [Dkt. No. 870] (the “Fee Application”)² of Alvarez & Marsal Healthcare Industry Group, LLC (“A&M”), retained to provide a chief restructuring officer and

¹ The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue, 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

additional personnel for the debtors and debtors in possession (the “Debtors”), pursuant to sections 105 and 363 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1, for approval, allowance, and payment of compensation of fees for actual and necessary professional services totaling \$2,269,032.38 rendered to the Debtors during the period from June 10, 2014 through March 16, 2015 (the “Application Period”) and reimbursement of actual and necessary expenses totaling \$238,121.97 incurred during the Application Period; and the Court having noted the agreement of A&M to defer its request for payment of fees totaling \$16,421.87 and reimbursement of expenses totaling \$1,723.38 (the “HUD Fees and Expenses”) incurred in connection with or allocable to Odessa Methodist Housing, Inc. and Canyons Senior Living, L.P. (together, the “HUD Debtors”) during the Application Period; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Fee Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Fee Application having been provided to the necessary parties; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Fee Application (the “Hearing”); and the appearances of all interested parties having been noted on the record of the Hearing; and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having determined that the relief sought in the Fee Application is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Fee Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby:

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Fee Application.

ORDERED THAT:

1. The Fee Application is approved as set forth herein.
2. A&M is allowed, on a final basis, compensation for professional services rendered during the Application Period in the amount of \$2,252,610.51, representing A&M's fees incurred during the Application Period in connection with or allocable to the Debtors except the HUD Debtors.
3. A&M is allowed, on a final basis, reimbursement of its expenses incurred during the Application Period in the amount of \$236,398.59, representing A&M's expenses incurred during the Application Period in connection with or allocable to the Debtors except the HUD Debtors.
4. The Debtors, except the HUD Debtors, are authorized and directed to pay A&M's approved fees and expenses for the Application Period in the total amount of \$2,489,009.10 less any amounts previously paid to A&M for such fees and expenses pursuant to the terms of the Retention Order.
5. The Debtors are authorized and directed to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Fee Application.
6. This Order shall not prejudice A&M's right to seek approval, allowance, and payment of the HUD Fees and Expenses at a later date.
7. Notwithstanding Bankruptcy Rule 6004, this Order shall be immediately effective and enforceable upon its entry, and the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and enforcement of this Order.

###END OF ORDER###

Order submitted by:

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By: /s/ Vincent P. Slusher

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